

SL GREEN REALTY CORP

Form 3/A

January 12, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*Â DiLiberto Matthew J.  
(Last) (First) (Middle)C/O SL GREEN REALTY  
CORP.,Â 420 LEXINGTON  
AVENUE

(Street)

NEW YORK,Â NYÂ 10170

(City) (State) (Zip)

2. Date of Event Requiring  
Statement(Month/Day/Year)  
01/01/20153. Issuer Name **and** Ticker or Trading Symbol  
SL GREEN REALTY CORP [SLG]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer ☐ Other  
(give title below) (specify below)  
Chief Financial Officer5. If Amendment, Date Original  
Filed(Month/Day/Year)  
01/09/20156. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)Date  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

		Shares		or Indirect (I) (Instr. 5)	
LTIP Units <u>(1)</u>	Â <u>(2)(3)(4)</u> Â <u>(2)</u>	Common Stock	85,695	\$ <u>(2)</u>	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DiLiberto Matthew J. C/O SL GREEN REALTY CORP. 420 LEXINGTON AVENUE NEW YORK, NY 10170	Â	Â	Â Chief Financial Officer	Â

## Signatures

/s/ Matthew J.  
DiLiberto

01/12/2015

Signature of Reporting  
Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This amendment is being filed to report 11,772 LTIP Units issued pursuant to the SL Green Realty Corp. 2014 Long-Term

- (1) Outperformance Plan (the "Plan") that remain subject to performance criteria through August 31, 2017 and continued employment, which were omitted from the reporting person's original Form 3.

Conditioned upon minimum allocations to the capital accounts of the LTIP Units for federal income tax purposes, each LTIP Unit may be converted, at the election of the holder, into a Class A Unit of limited partnership interest in SL Green Operating Partnership, L.P. (a "Common Unit"). Each Common Unit acquired upon conversion of an LTIP Unit may be presented for redemption, at the election of the

- (2) holder, for cash equal to the then fair market value of a share of the Issuer's Common Stock, except that the Issuer may, at its election, acquire each Common Unit so presented for one share of Common Stock. LTIP Units are generally not convertible without the consent of the Issuer until two years from the date of the grant. The rights to convert LTIP Units into Common Units and redeem Common Units do not have expiration dates.

Includes (i) 7,308 LTIP Units granted on or before January 1, 2013, that are vested, (ii) 24,769 LTIP Units granted on or before January 1, 2013, of which 12,384 are vested and the remaining 12,385 will vest on August 31, 2015, subject to continued employment, (iii) 22,033 LTIP Units granted on June 27, 2013, of which 16,033 are vested and the remaining 6,000 will vest on January 1, 2016, subject to continued employment, (iv) 3,605 LTIP Units granted December 17, 2013 that are vested, (v) 2,208 LTIP Units granted October 30, 2014, of which 1,104 are vested and the remaining 1,104 will vest on August 31, 2015, subject to continued employment and (vi) 7,000 LTIP Units granted October 30, 2014, which will vest 50% on January 1, 2017, and 50% on January 1, 2018, subject to continued employment.

- (3) Includes (i) 7,000 LTIP Units granted October 30, 2014, which will vest 50% on January 1, 2017, subject to the achievement of certain cumulative performance criteria and continued employment, and 50% on January 1, 2018, subject to the achievement of performance criteria and continued employment and (ii) 11,772 LTIP Units granted on December 12, 2014, pursuant to the Plan, which will vest 50% on August 31, 2017, and 50% on August 31, 2018, subject to the achievement of performance criteria and continued employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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